



BCC FUBA INDIA LIMITED

SINCE 1985

37TH

ANNUAL REPORT 2022-2023



BOARD OF DIRECTORS AND KMP

- | | |
|---------------------------------|------------------------------------|
| 1. MR. CHANDAR VIR SINGH JUNEJA | CHAIRPERSON & INDEPENDENT DIRECTOR |
| 2. MR. ABHINAV BHARDWAJ | EXECUTIVE DIRECTOR & CEO |
| 3. MR. ANURAG GUPTA | NON-EXECUTIVE DIRECTOR |
| 4. MR. VISHAL TAYAL | NON-EXECUTIVE DIRECTOR |
| 5. MRS. MONA TAYAL | NON-EXECUTIVE DIRECTOR |
| 6. MRS. RICHA BHANSALI | INDEPENDENT DIRECTOR |
| 7. MR. HARI DATT JANGID | INDEPENDENT DIRECTOR |
| 8. MR. NARENDRA KUMAR JAIN | CHIEF FINANCIAL OFFICER (KMP) |
| 9. MR. DINESH KUMAR YADAV | COMPANY SECRETARY |

STATUTORY AUDITOR

M/S BHAGI BHARDWAJ GAUR & CO.

Chartered Accountants
2952-53/2. Sangtrashan
Paharganj- Delhi-110055

INTERNAL AUDITOR

VIMAL JAIN & ASSOCIATES

Chartered Accountants
Address: RZ A-10, Shish Ram Park,
Uttam Nagar, New Delhi – 110059

Regd. Office : 4km., Swarghat Road, Nalagarh-174 101
Distt. Solan, Himachal Pradesh, INDIA

Corporate Office : 109, Wing – II, Hans Bhawan, Bahadur Shah Zafar
Marg, New Delhi 110002, INDIA

Share Transfer Agent : LINK INTIME INDIA PRIVATE LIMITED
Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058
Ph- 011-41410592/93/94

Secretarial Auditor : Pankhuri Mathur & Associates
H-104, Amrapali Zodiac, Sector-120, Noida,
Uttar Pradesh 201301

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the members of **B C C FUBA INDIA LIMITED** ("the company") will be held on Wednesday, the 20th day of September 2023 at 11:30 A.M. through Video Conferencing ("VC") in accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars to transact the following businesses: -

ORDINARY BUSINESS: -

- 1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and the Auditor's thereon.**
- 2. To appoint Anurag Gupta (DIN: 03629487), as Director, liable to retire by rotation.**

"**RESOLVED THAT** Anurag Gupta (DIN: 03629487), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Company's Articles of Association be and is hereby reappointed as a Director of the Company."

- 3. Appointment of Statutory Auditor under Section 139 of the Companies Act, 2013 to be passed as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provision of Section 139 and 142 of the Companies Act, 2013 and rules made thereunder, M/s Bhagi Bhardwaj Gaur & Co. Chartered Accountants (FRN 007895N) having their office at 2952-53/2, Sangtrashan, Paharaganj, New Delhi-110055, who have given their consent to be appointed as the Statutory Auditors of the Company, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 4 Financial Years from the 37th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company on such remuneration, fee and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Board and/or Company Secretary of the Company be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to inform the BSE and to file necessary E-Forms with Registrar of Companies."

SPECIAL BUSINESS:

- 4. Approval of Remuneration of Mr. Abhinav Bhardwaj (DIN:06785065) Executive Director & CEO of the Company:**

"**RESOLVED THAT** in accordance with provisions of Section 197, 198, Schedule V and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords to approve the remuneration of Mr. Abhinav Bhardwaj (DIN:06785065), Executive Director & CEO for period of three years on the terms and conditions as set out in the Explanatory Statement attached hereto and forming part of this notice with a liberty to Board of Directors to alter and vary the terms and conditions of his remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed between Board of Directors and Mr. Abhinav Bhardwaj."

"**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in Companies Act, 2013, where in any financial year the Company has no profits or has inadequate profits, Mr. Abhinav Bhardwaj will be paid minimum remuneration as stated in Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time."

"**RESOLVED FURTHER THAT** any Director of the Company jointly or severally be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

For B C C Fuba India Limited
Abhinav Bhardwaj
Director
DIN: 06785065

Date: 24.08.2023

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated 5th May 2020 read with Circulars dated 8th April, 2020, 13th April, 2020, 28th September, 2020, 13th January, 2021 and Circular issued on February 2022 dated 30th May 2022 (collectively referred to as "MCA Circulars"), has introduced Companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. Further the Securities and Exchange Board of India ('SEBI') vide its circulars dated 12th May 2020 and 15th January 2021 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with requisite documents and the Annual Report for the financial year ended 31st March 2023 (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means. The Notice shall also be available on the Company's website www.bccfuba.com.
2. **Registration of e-mail address permanently with Company/ Registrar and Transfer Agent:**

The members who have not yet registered their e- mail ids with the Company or if there is any change in the email-id already registered with the company may register/change it through our Registrar and Transfer Agent (RTA) viz. Link Intime India Pvt. Ltd. (LIPL) by accessing the following link click on the mentioned link https://linkintime.co.in/emailreg/email_register.html for registering their e- mail ids. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with MCA Circular dated December 28, 2022 vide circular no. 10/2022 SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January, 2023, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.bccfuba.com and website of the Stock Exchange i.e. BSE Limited at <http://www.bseindia.com>. Further as per the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
4. Since, the AGM is being conducted through VC/ OAVM (without the physical presence of the members), the Proxy Form, Attendance Slip, Route Map and place of meeting are not required. However, corporate members are required to send to the Company's email address delhi@bccfuba.com, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2023 to Wednesday, 20th September, 2023 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
8. Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right on all resolutions proposed to be passed at AGM by way of electronic means. The facility of e-voting through the same portal provided by LIPL will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
9. Voting rights of the members for voting through remote e-voting or e-voting system provide in the Meeting itself as on the cut-off date i.e. Wednesday, 13th September, 2023. A person, whose name is recorded in the Register of Members or in

the Register of Beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote voting or e- voting system provide in the Meeting. The members may cast their votes on electronic voting system from places other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 A.M. on Sunday, 17th September 2023 and will end at 5.00 P.M. on Tuesday, 19th September 2023. In addition, the facility for voting through e voting system shall also be made available at the VC and the Members attending the AGM by VC who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Naresh Samkaria, Partner of Samkaria & Associates, Practicing Chartered Accountant, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

10. In accordance with the aforementioned MCA Circulars, the Company has appointed Link Intime India Private Limited (LIPL) for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk**Link Intime India Private Limited****Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

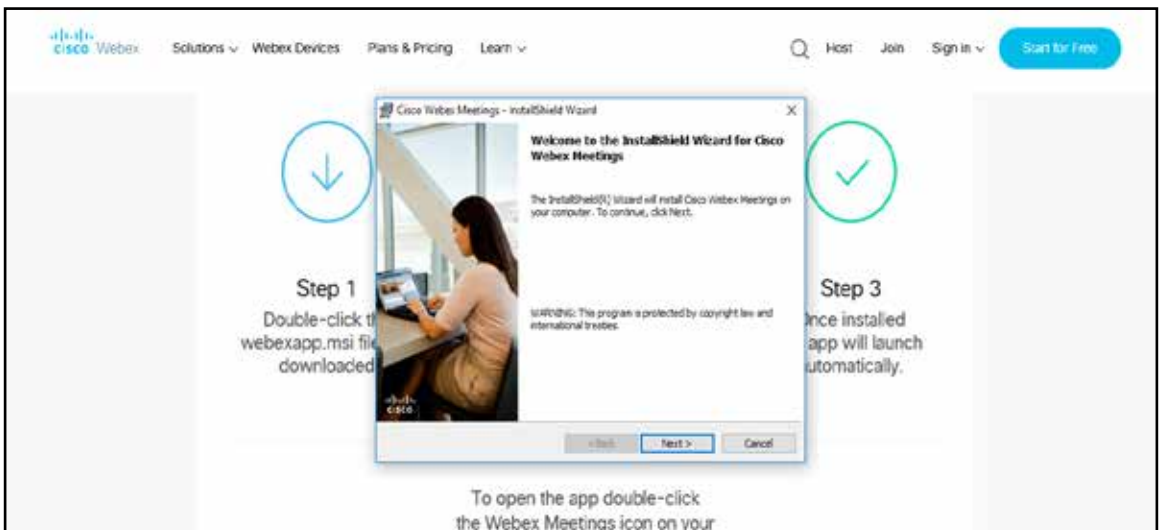
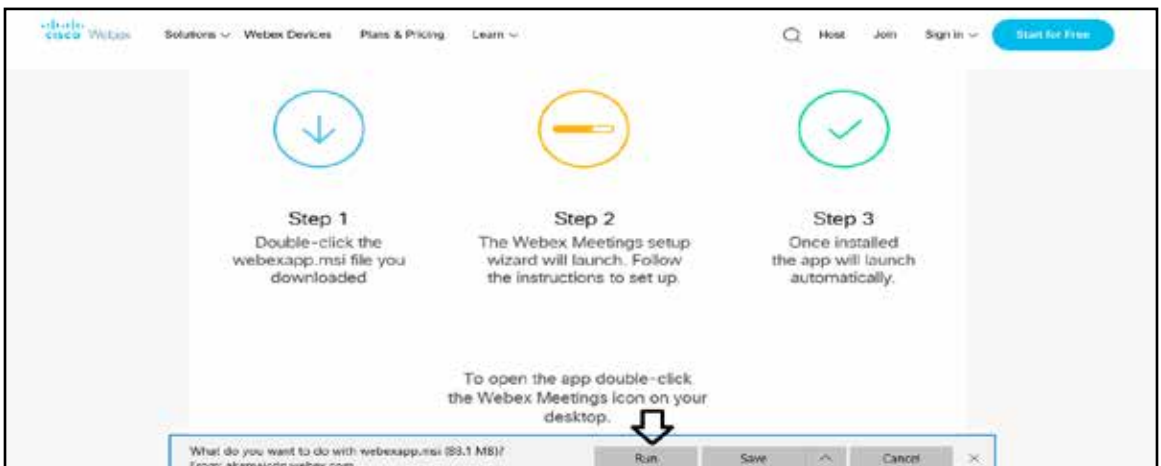
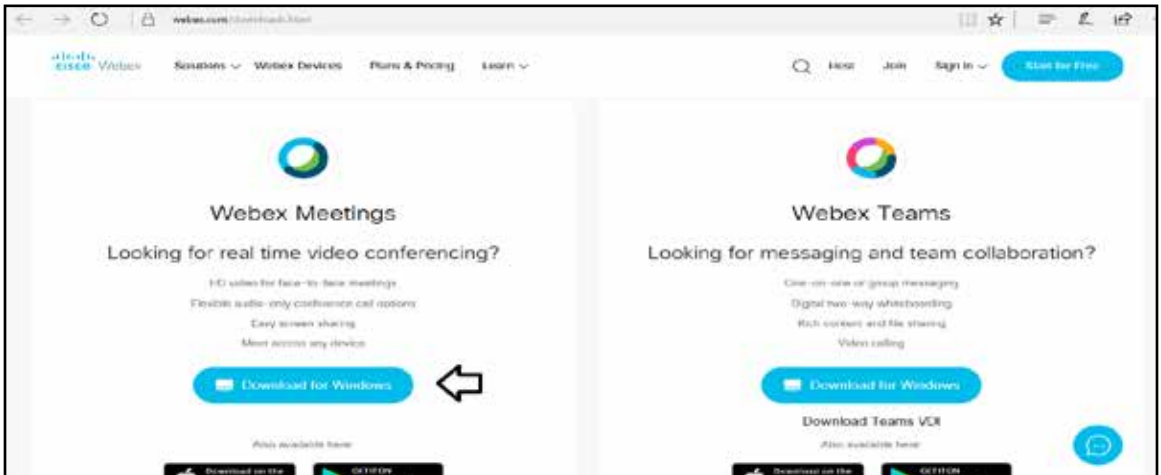
1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

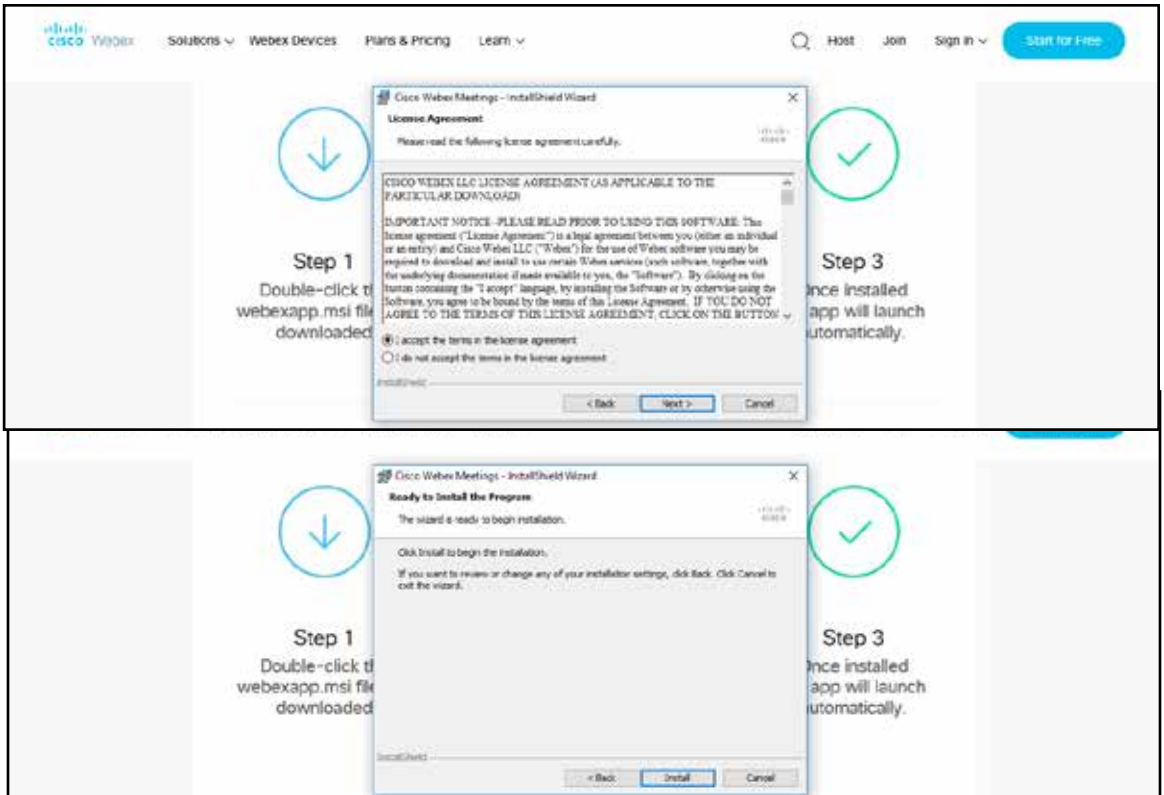
Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Annexure**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. Insta MEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



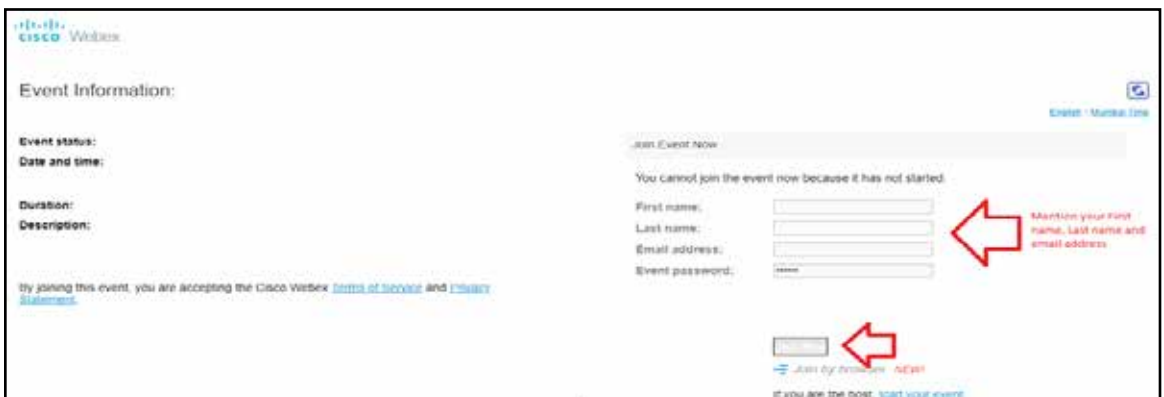


or

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A)** If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B)** If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or [Run a temporary application](#). Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



12. PROCEDURE FOR REMOTE E-VOTING**Event No 230366**Remote e-Voting Instructions for shareholders:

1. The voting period begins Sunday, 17th September, 2023 at 9:00 A.M. and ends on Tuesday, 19th September, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 13th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link i.e. www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option,

you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.